

## NOTICE OF CLAIMS PURCHASE AGREEMENT

Code Consortium, Inc., a(n) California Corporation, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby absolutely and unconditionally sell and transfer unto CORRE OPPORTUNITIES FUND, LP, a Delaware limited partnership, its successors and assigns ("Buyer") all rights, title and interest in and to the claim(s) of Seller in the principal amount of \$12,845.65 (proof of claim amount, defined as the "Claim") against W.R. Grace & Co. (the "Debtor") together with interest, if any, in the United States Bankruptcy Court, District of Delaware, or any other court with jurisdiction over the Proceedings (the "Court"), Administered at Case Number 01-1139 (defined as the "Proceedings")

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this Claims Purchase Agreement as an unconditional sale and the Buyer herein as the valid owner of the Claim.

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement by its duly authorized representative dated the 23<sup>rd</sup> day of JULY, 2010.

WITNESS <u><i>Chie F. Thornberry</i></u> (Signature) <u>Chie F. Thornberry, Sec. Treasurer</u> (Print Name and Title of Witness)	<u>THE CODE CONSORTIUM, INC.</u> (Company Name) <u><i>Rich Thornberry</i></u> (Signature of Corporate Officer) <u>Rich THORNBERRY, President</u> (Print Name and Title of Corporate Officer)
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WITNESS <u><i>K. B. Hoff</i></u> (Signature)	<u>CORRE OPPORTUNITIES FUND, LP</u> <u><i>[Signature]</i></u> (Signature of Fund Representative) <u>Erin Soderlund</u> (Print Name, Corre Opportunities Fund, LP)
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Exhibit "A"